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January 15, 2016

The Honorable Daniel R. Elliott III
Chairman, United States Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

The Honorable Ann D. Begeman
Vice Chairman, United States Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

The Honorable Deb Miller
Member, United States Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chairman Elliott and Surface Transportation Board Members,

I am writing you today, to express our support regarding Canadian Pacific Railway Limited's (CP) proposal to acquire Norfolk Southern Corporation (NS).

Plains Midstream Canada (PMC) is an industry leading transportation and midstream provider. We specialize in transportation, storage, processing and marketing solutions for crude oil, natural gas, and natural gas liquids (NGL's). PMC links petroleum producers with refiners and other customers via pipeline, truck and rail transportation in Canada and in the U.S. We also operate strategically located facilities in Canada and in the U.S., for crude oil and NGL storage, separation of NGL from natural gas and fractionation of NGL into specification products.

PMC believes a CP-NS amalgamation will create an efficient transcontinental railroad with the scale and reach to deliver improved levels of service for our business and enable us to better serve our own customers, while enhancing competition.

CP's proposal introduces a number of positive and creative ideas to improve North America's transportation network. We believe the proposal is in the public interest, as it would improve overall service while creating meaningful competition amongst the Class 1 railways. Specifically, we believe the following points in CP's proposal are critical to the success of the CP – NS merger:

- Providing direct routes that bypass congested terminals, such as Chicago, and providing alternate gateways for interchange, such as Buffalo, St. Louis and Kansas City.
- Increasing capacity for all shippers without creating the need for additional infrastructure along the transcontinental single railway line.
- Creating efficient, reliable and faster single-line service between Western Canada and the Eastern Mississippi as well as the Midwest U.S. and the Northeast U.S.
- Providing better access to tidewater and providing connections to both Pacific Coast ports and Gulf Coast Atlantic ports.
- Providing greater asset utilization by reducing the number of hand-offs as well as eliminating potential delays during the hand-offs, as a result of a single-line haul.
- Providing the opportunity for shippers to minimize empty route miles on the single-line network by providing greater interchange options; therefore reducing the shipper exposure to empty car payments under mileage equalization.
- Quoting rates to which gateway the shipper requests, therefore eliminating the "bottleneck approach" when quoting rates.
- Increasing shipper speed to market with transcontinental single-line quotes.
- Offering competitive rates and also allowing another railroad access to CP served shippers in terminal areas, when service is not adequate and/or rates are not competitive.

For the above reasons, PMC supports the proposed CP-NS amalgamation. We urge the Surface Transportation Board to judge CP's proposal on its merits and we look forward to a positive outcome.

Thank you for your consideration,



Jason Balasch
President, Plains Midstream Canada

cc: Keith Creel, President and COO Canadian Pacific